

**BYLAWS
OF THE
SOUTHEASTERN MICHIGAN
COMPUTER ORGANIZATION, INC.**

Revision of 06/10/2001

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* The cover page and “CONTENTS” are not a part of the Bylaws

BYLAWS
OF
SOUTHEASTERN MICHIGAN COMPUTER ORGANIZATION, INC.

ARTICLE I
OFFICES

1.01 *Principal Office.* The principal office of the SouthEastern Michigan Computer Organization, Inc. (hereafter, the “Corporation”) shall be at such place within the State of Michigan as the Board of Directors may determine from time to time.

1.02 *Other Offices.* The Board of Directors may establish other offices in or outside the State of Michigan.

ARTICLE II
MEMBERS

2.01 *Type.* There shall be four classes of Members in the Corporation: regular Members, student Members, junior Members and honorary Members.

2.02 *Regular Members.* Regular Members of the Corporation are those persons at least 18 years of age who have applied for membership and paid their dues as established in these bylaws, and who are not Student Members.

2.03 *Student Members.* Student Members of the Corporation are those persons who have applied for membership and paid their dues as established in these bylaws, and who have in their possession, at the time of making application for membership or any renewal thereof, a student identification card issued by one of such accredited institutions of higher education as shall from time to time be specified in Section 11.03 within twelve months prior to the date of such application for membership or renewal.

2.04 *Junior Members.* Junior Members of the Corporation are those persons under 18 years of age who have applied for membership and paid their dues as established in these bylaws, and who have the written consent of at least one parent or legal guardian to participate in the Corporation. Such written consent shall be in a form acceptable to the Board of Directors and shall be furnished to the Treasurer at the time such person first pays dues to the Corporation. Upon attaining the age of 18 years, a Junior Member shall become a Regular Member of the Corporation.

2.05 *Honorary Members.* Honorary Members are those persons, firms, and corporations who, in the opinion of the Board of Directors or the general membership, have made substantial contributions toward the Corporation, the advancement of computer knowledge, or the computer arts and sciences. An Honorary Member shall not be entitled to vote on any matter affecting the Corporation or its officers and members unless he or she is also a Regular, Student, or Junior Member.

2.06 *Admission to Membership.* No person shall be excluded from membership because of race, religion, sex, sexual preference, color or creed. The only qualifications for membership shall be an interest in the aims of the Corporation, and meeting the requirements for one or more of the classes of membership specified in Sections 2.02 through 2.05 of this Article II. Membership in the Corporation shall entitle the Member to membership in all sub-groups of the Corporation, including, but not limited to, special interest groups (SIGs) and sub-SIGs, without further payment. Membership in the Corporation is a prerequisite to membership in any sub-group including SIGs and sub-SIGs.

All Members of the SouthEastern Michigan Computer Organization (SEMCO), an unincorporated association, at the time of formation of the Corporation shall thereupon become Members of the Corporation and shall not be required to pay membership dues until the end of their current Membership Year, or if later, the date that their membership in such association would have expired.

2.07 *Expulsion.* Any person who shall fail to timely pay the membership dues established by Section 11.01 of these bylaws shall cease to be a Regular, Student or Junior Member of the Corporation. The Board of Directors, by a majority vote of those present at a Board meeting, may suspend or expel any Member upon evidence of material violation of the articles of incorporation, these Bylaws, public laws, or any regulation or practice of the Corporation.

Notification of a proposed action against any Member shall be provided to said Member no less than seven days before the date of the of Board of director's meeting at which such action is to be considered. Such Member shall be entitled to appear before, and be heard by, the Board of Directors at such meeting. If the Board of Directors acts to expel a Member, such Member shall be entitled to appeal such expulsion to the full membership of the Corporation. The membership can reverse the Board of Directors expulsion of a Member by a two-thirds vote of the Members casting ballots.

If a person is expelled pursuant to this section, such person may again become a Member of the Corporation only by making application to, and obtaining the approval of, the Board of Directors then in office.

2.08 *Meetings.* The annual meeting of the Members of the Corporation shall be the first regular monthly meeting of the Members in each fiscal year. At the regular monthly meeting immediately preceding each annual meeting, the Members shall nominate the candidates for officers and for the Member-at-large positions on the Board of Directors. At each annual meeting, officers and Members at large shall be elected as described in section 2.16 and any other business shall be transacted that may come before the meeting.

Special meetings of the Members of the Corporation may be called by the Board of Directors at any time or by the President at the written request of not less than 10 percent of the Members. The monthly meetings of the Members of the Corporation shall be held at a time and place decided by the Board of Directors; provided that no action of the Members shall be at a regular meeting unless notice is provided to the Members in the matter provided in Section 2.11 for a special meeting.

2.09 *Agenda.* The agenda for meetings shall be set seven days prior to the meeting. Items can be placed on the agenda by petitioning the Board of Directors. Every attempt shall be made to publish an agenda in the newsletter prior to the annual and monthly meetings.

2.10 *Place of Meetings.* All meetings of the Members shall be held at any place determined by the Board of Directors and specified in the notice of the meeting.

2.11 *Notice of Meetings.* Except as otherwise provided by law, written notice of the time, place, and purposes of the annual meeting and any special meeting of Members shall be given not less than ten days nor more than sixty days before the date of the meeting. Notice shall be given either personally or by mail to each Member of record entitled to vote at the meeting at his or her last address as it appears on the books of the Corporation. Alternatively, notice may be published in the Corporation's newsletter, provided that the newsletter is published at least semiannually and is mailed to the Members entitled to vote at the meeting not less than ten days nor more than sixty days before the date of the meeting.

2.12 *Record Dates.* The Board of Directors may fix in advance a record date for the purpose of determining Members entitled to notice of, and to vote at, a meeting of Members or an adjournment thereof, or to express consent to, or to dissent from, a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than sixty days nor less than ten days before the date of the meeting, nor more than sixty days nor less than ten days before any other action.

2.13 *List of Members.* The Treasurer of the Corporation or the agent of the Corporation having charge of the membership records of the Corporation shall make and certify a complete list of the Members entitled to vote at a meeting of Members or any adjournment thereof. The list shall be arranged alphabetically, include the address of each Member, be produced at the time and place of the meeting of Members, be subject to inspection by any Member during the entire length of the meeting, and be prima facie evidence of the Members entitled to examine the list and to vote at the meeting.

2.14 *Quorum.* Unless a greater or lesser quorum is required by law, Members present in person or by proxy who, as of the record date, represented ten percent of the Members entitled to vote at a meeting of Members shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the Members present.

2.15 *Proxies.* A Member entitled to vote at a membership meeting, or to express consent or dissent without a meeting, may authorize other persons to act for the Member by proxy. A proxy shall be signed by the Member, or the Member's authorized agent or representative, and shall not be valid after the expiration of three years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the Member executing it except as otherwise provided by law.

2.16 *Voting.* All Regular, Student, and Junior Members shall have equal voting rights and each shall be entitled to cast one vote. All votes for the election or removal of Corporation officers, for petition items submitted for a membership vote as provided in Section 3.06 of these bylaws, and for amendments to the articles of incorporation shall be cast in writing on a ballot which shall be furnished to all Members prior to the meeting at which the vote is to be taken.

Any Member who cannot attend a meeting at which a vote will be taken for the election or removal of officers, for petition items submitted for a membership vote as provided in Section 3.06 of these bylaws, and for amendments to the articles of incorporation may vote by absentee ballot by delivering or mailing his or her ballot to the Secretary or such other person as the Board of Directors may designate, which designation shall be stated on the ballot. To be counted, a ballot must be received by the Secretary or other designated person no later than seven days after the date of the meeting at which the vote was taken.

2.17 *Meeting by Telephone, Computer or Similar Equipment.* A Member may participate in a meeting of Members by conference telephone, computer chat facility, or any similar communications equipment through which all persons participating in the meeting can communicate with all other persons in attendance. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

2.18 *Parliamentary Authority.* On questions of parliamentary law not covered in these bylaws, Robert's Rules of Order, Revised, shall prevail. Decisions on parliamentary questions shall rest with the Secretary or such other person as the Board of Directors may appoint, acting as parliamentarian.

ARTICLE III

BOARD OF DIRECTORS

3.01 *General Powers.* The business, property, and affairs of the Corporation shall be managed by the Board of Directors. The duties of the Board of Directors shall include, but not be limited to, conducting, managing and controlling the day-to-day affairs and business of the Corporation, receiving on behalf of the Corporation gifts, bequests and devises in the form of money or property, planning the program and activities of each meeting of Members of the Corporation, formulating policies and programs, and preparing a balanced budget for the Corporation.

3.02 *Number.* The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, chairperson of the publications committee, one director from each Special Interest Group (SIG), and such number of Members-at-large elected by the membership as a whole, up to a maximum of two, as shall be determined by the Board of Directors upon the two-thirds (2/3) vote of Directors then in office.

Each SIG director shall be the chairperson of the SIG or such other SIG Member as the chairperson may designate. If Members-at-large position determined by the Board shall not be filled by election at the annual meeting of the Members, such position shall be deemed to have been eliminated and shall not count against the quorum necessary to hold a valid meeting of the Board. No Member of the Board of Directors shall be compensated for serving in such capacity.

3.03 *Tenure.* Directors shall hold office until the director's successor is elected or otherwise qualified, or until the director's death, resignation, or removal, or until the SIG which the director represents is decertified.

3.04 *Resignation, Removal and Vacancies.* Resignation or removal of an officer, the chairperson of the publications committee or the chairperson of a SIG shall also constitute resignation or removal of such officer or chairperson from the Board of Directors. Appointment of a successor as provided in these bylaws shall also constitute appointment to the Board of Directors. The person succeeding to the office shall serve the remainder of the unexpired term.

3.05 *Regular Meetings.* Regular meetings of the Board of Directors may be held at the time and place as determined by a Board resolution without notice other than the resolution. A meeting of the Board of Directors shall be held at least once prior to each regular monthly meeting at a time and place to be decided by the majority of the Board. Minutes of the regular meetings shall be kept by the Secretary and shall be open to inspection by any Member.

3.06 *Petitioning the Board of Directors.* The Board of Directors may be petitioned by any Corporation Member during the new business portion of any regular Board meeting. The Board shall consider each request. The Board may act upon the petition or cause notice of the item and the date of the vote to be given to each Member no later than the next issue of the Corporation's newsletter, and place the item on the agenda for the next regular monthly or special meeting of the Members of the Corporation occurring not less than ten days after the mailing or other transmittal of the notice.

If the petition is denied or the Board fails to act upon it, the Member may resubmit the petition in writing bearing the signature of not less than ten percent of the total membership. Notice of the petition and the date of the vote shall be given to each Member no later than the next issue of the newsletter, and the item shall be placed on the agenda for the next regular monthly or special meeting of Members of the Corporation occurring not less than ten days after the mailing or other transmittal of the notice.

3.07 *Special Meetings.* Special meetings of the Board of Directors may be called by the President or any two directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least three days before the meeting. Minutes of the special meetings shall be kept by the Secretary and shall be open to inspection by any Member.

3.08 *Statement of Purpose.* Neither the business to be transacted at, nor the purposes of, any regular or special meeting of the Board of Directors need be specified in the notice for that meeting.

3.09 *Waiver of Notice.* The attendance of a director at a Board of Directors meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

3.10 *Meeting by Telephone, Computer or Similar Equipment.* A director may participate in a meeting by conference telephone, computer chat facility, or any similar communications equipment through which all persons participating in the meeting can communicate with all other persons in attendance. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

3.11 *Quorum.* A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board of Directors. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the Board of Directors.

3.12 *Consent to Corporate Actions.* Any action required or permitted to be taken pursuant to Board of Directors authorization may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceeding.

ARTICLE IV

COMMITTEES AND SPECIAL INTEREST GROUPS

4.01 *Standing Committees.* The standing committees of the Corporation shall be, the publications committee and the audit committee. Additional standing committees may be authorized by vote of the Members.

4.02 *Publications Committee.* The publications committee shall consist of a chairperson appointed by the Board of Directors and such additional persons as may be appointed by the Board or the committee chairperson, subject to removal by the Board.

The publications committee shall solicit articles from the SIGs, sub-SIGs, individual Members and outside sources to be published in the Corporation's newsletter and shall publish and distribute this newsletter to all Members and those persons or corporations that the Board of Directors shall designate.

The publications committee shall publish in the newsletter any material required to be published by law, the articles of incorporation, or these bylaws. The content of the newsletter shall be subject to approval by the Board of Directors. It shall be the goal of this newsletter to express free and open ideas on topics of concern to the membership.

4.03 *Audit Committee.* The audit committee shall consist of no less than three Members of the Corporation appointed by the Board of Directors. The audit committee shall meet as often as its Members shall determine, but no less than annually. The audit committee shall review the financial affairs of the Corporation to assure that the assets and income thereof are being administered as directed by the Board of Directors and for proper purposes. The audit committee shall report its findings at least annually to the Board of Directors.

4.04 *Temporary Committees.* Temporary committees may be established by the Board of Directors when deemed appropriate. The chairperson of any temporary committee shall be appointed by the Board and the Members of the committee may be appointed by the Board, the President or the committee chairperson, subject to removal by the Board. A temporary committee shall continue until discharged by the Board of Directors. The chairperson of a temporary committee should attend the meetings of the Board of Directors, on an ex officio basis, while that committee is active, but shall not be entitled to vote on any matter by reason of the committee chairmanship.

4.05 *Special Interest Groups (SIGs).* Special interest groups (SIGs) may be formed by Members who share a common interest in a subject which furthers the goals of the Corporation as stated in Article II of the Articles of Incorporation. Each SIG shall elect a chairperson. Such chairperson shall serve as that group's representative on the Board of Directors; provided that such chairperson may in writing designate another Member as that group's representative on the Board of Directors.

The chairperson, or such other officer as a SIG shall designate, shall be responsible for seeing that the general membership is kept informed of such SIG's activities by causing written reports to be submitted on a timely basis to the Corporation's newsletter.

Each SIG shall hold an election for the position of SIG chairperson at least annually and shall advise the Secretary, in writing, of the names of all SIG officers. The form and format of the election shall be at the discretion of the SIG.

Each SIG may make such other provision for its governance and officers as its Members shall deem necessary and proper. A SIG may elect two or more co-chairpersons, in which event such co-chairpersons shall designate in writing the group's representative on the Board of Directors.

A SIG shall be recognized by the Board of Directors on a provisional basis when one or more Members petition the Board for recognition and the Board determines that sufficient Members of the Corporation (10 Members or 2% of total membership, whichever is less) are interested in forming the SIG. Where sufficient continuing interest in a provisional SIG is demonstrated by the attendance of Members at its regular meetings, attendance of its chairperson at meetings of the Board of Directors, and the publication of reports of its activities to the general membership in the Corporation's newsletter for at least three months, the SIG shall be certified by the Board and its chairperson shall have full voting privileges at Board meetings.

The Board of Directors may, by a two-thirds majority of the Board members present and voting, decertify a SIG if its membership falls below the required number, meetings become irregular, or it fails to inform the membership of its activities over an extended period of time. The Board of Directors shall notify a SIG thirty days prior to any proposed action to decertify the SIG. A SIG may regain its recognition by following the procedure specified above for initial recognition. The Corporation shall publicize the activities of the active SIGs in the newsletter, and shall attempt to support SIG activities to the best of its ability.

4.06 *Sub-SIGs.* Any active SIG may establish one or more sub SIGs if its members determine there exists a common interest among a portion of its membership which cannot be best served in the context of the general meeting of the SIG. A sub-SIG may submit materials for publication in the Corporation's newsletter describing its activities. The chairperson of any sub-SIG may attend, on an ex officio basis, meetings of the Board of Directors of the Corporation, but shall not be entitled to vote on any matter.

ARTICLE V

OFFICERS

5.01 *Number.* The officers of the Corporation shall be a President, Vice President, Treasurer and Secretary. The officers of the Corporation shall be Regular Members in good standing. No officer shall be compensated for serving in such office.

5.02 *General Elections.* The general election of the officers shall be held at the first regular meeting of the Members in each fiscal year with nominations coming from the general membership at the meeting prior to the election. Any candidate for office may submit to the chairperson of the publications committee, at least twenty days before the general election, a platform statement. The chairperson of the publications committee shall cause all candidate platform statements so submitted to be published in the Corporation's newsletter prior to the election.

5.03 *Term of Office.* The term of office of each officer shall be one year or until such officer's successor shall be duly elected and shall qualify, with the term commencing eight days following the meeting of the general election. The officers of the SouthEastern Michigan Computer Organization (SEMCO), an unincorporated association, in office at the time of formation of the Corporation shall thereupon become officers of the Corporation and shall continue in office until eight days after the next general election.

5.04 *Resignation.* An officer may resign at any time by providing written notice to the Corporation. Notice of resignation is effective upon receipt or at a later time designated in the notice.

5.05 *Removal.* An officer elected by the Members may be removed with or without cause by vote of at least two-thirds of the Members at any regular or special meeting, if such removal vote shall have been placed upon the agenda and proper notice thereof given to the Members entitled to vote thereon.

5.06 *Vacancies.* If the office of President becomes vacant for any reason, the Vice President shall succeed to the office. If any other office becomes vacant for any reason, the vacancy shall be filled by appointment by the Board of Directors. In either case, the person succeeding to the office shall serve the remainder of the unexpired term.

5.07 *President.* The President shall be the chief executive officer of the Corporation and, subject to control by the Board of Directors, shall have supervision, direction and control over the business and affairs of the Corporation. The President shall preside at all regular and special meetings of the Members and at all meetings of the Board of Directors. The President shall sign all corporate documents and agreements on behalf of the Corporation, unless the President or the Board of Directors instructs that the signing be done with or by some other officer, agent, or employee.

The President shall see that all actions taken by the Board of Directors are executed and shall perform all other duties incident to the office. This is subject, however, to the President's right, and the right of the Board of Directors, to delegate any specific power to any other officer of the Corporation.

5.08 *Vice President.* The Vice President shall have the power to perform duties that may be assigned by the President or the Board of Directors. The Vice President shall, in the absence or disability of the President, perform the duties of the President, and when so acting shall have all the powers of, and be subject to the all restrictions on, the President. The Vice President shall perform all duties incident to the office.

5.09 *Secretary.* The Secretary shall keep minutes of all meetings of the Board of Directors and the business portion of all regular and special meetings of the Members, which minutes shall be open to examination by any Member of the Corporation. The Secretary also shall be responsible for providing notice to each Member or director as required by law, the articles of incorporation, or these bylaws; shall be the custodian of corporate records; and shall perform all duties incident to the office as well as all other duties assigned by the President or the Board of Directors.

5.10 *Treasurer.* The Treasurer shall have charge of all funds as well as the financial records and accounts of the Corporation and shall maintain and keep adequate and correct books on the financial status of the Corporation recording all corporate receipts and disbursements. The Treasurer shall deposit all funds and property received by the Corporation at such depositories in the Corporation's name as may be designated by the Board of Directors.

The Treasurer shall maintain the membership database for the Corporation recording the name, address, and other pertinent information of each Member. The Treasurer each month shall render a report on the financial status of the Corporation and a summary report on the status of the membership of the Corporation.

The Treasurer will be responsible for the preparation of any financial reports which may be required by law, the articles of incorporation or these bylaws. The Treasurer shall complete all required corporate filings and shall perform all duties incident to the office as well as all other duties assigned by the President or the Board of Directors.

5.11 *Delegation of Duties.* Any officer may delegate any administrative or ministerial function or duty to any other person who is willing to perform such function or duty; provided, however, that such officer shall remain responsible to the Board of Directors for the proper performance thereof.

ARTICLE VI

CORPORATE DOCUMENT PROCEDURE

All corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, , checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board of Directors or by these bylaws.

ARTICLE VII

INDEMNIFICATION

7.01 *Nonderivative Actions.* Subject to all of the other provisions of this article, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the Corporation). Such indemnification shall apply only to a person who was or is a director or officer of the Corporation, or who was or is serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit.

The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or its Members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in, or not opposed to, the best interests of the Corporation or its Members, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

7.02 *Derivative Actions.* Subject to all of the other provisions of this article, the Corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the Corporation, or (b) the person was or is serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation or its Members.

However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to the Corporation unless, and only to the extent that, the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

7.03 *Expenses of Successful Defense.* To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 7.01 or 7.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

7.04 *Contract Right; Limitation on Indemnity.* The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the Corporation as well as in such person's capacity as a director or officer. Except as provided in section 7.03 of this article, the Corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board of Directors.

7.05 *Determination That Indemnification Is Proper.* Any indemnification under sections 7.01 or 7.02 of this article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case. The Corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 7.01 or 7.02, whichever is applicable. Such determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the Board of Directors consisting of directors who were not parties to such action, suit, or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.

(c) By independent legal counsel in a written opinion.

(d) By the Members.

7.06 *Proportionate Indemnity.* If a person is entitled to indemnification under sections 7.01 or 7.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the Corporation shall indemnify the person for the portion of the expenses, including attorney fees, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

7.07 *Expense Advance.* Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 7.01 or 7.02 of this article may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

7.08 *Nonexclusivity of Rights.* The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

7.09 *Indemnification of Employees and Agents of the Corporation.* The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

7.10 *Former Directors and Officers.* The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

7.11 *Insurance.* The Corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the Corporation, or (b) was or is serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify against such liability under this article or the laws of the State of Michigan.

7.12 *Changes in Michigan Law.* If there are any changes in the Michigan statutory provisions applicable to the Corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the Corporation to provide broader indemnification rights than such provisions permitted the Corporation to provide before any such change.

ARTICLE VIII COMPENSATION

When authorized by the Board of Directors, a person, other than an officer or director performing duties in his or her capacity as an officer or director, may be reasonably compensated for services rendered to the Corporation.

ARTICLE IX FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

ARTICLE X AMENDMENTS

10.01 *Amendment of Bylaws Other Than Article XI.* These Bylaws, other than Article XI, may be amended only by a two-thirds majority of the ballots cast in a vote conducted as specified in Section 2.16 of these bylaws. The Board of Directors may, by a two-thirds majority of the Board Members present and voting, propose such an amendment to the Members. Any Member of the Corporation may propose an amendment to these Bylaws in accordance with Section 3.06.

10.02 *Amendment of Article XI.* Any of the provisions contained in Article XI of these Bylaws may be amended by: (1) resolution of the Board of Directors approved by two-thirds of the Board Members present and voting; or (2) in accordance with Section 3.06.

ARTICLE XI ADDITIONAL PROVISIONS

11.01 *Membership Dues.* Prior to July 1, 2000, a Regular or Junior member shall pay \$25.00 as dues for each Membership Year. A Student Member shall pay an amount of \$15.00 as dues for each Membership Year.

On and after July 1, 2000, a Regular or Junior member shall pay \$30.00 as dues for each Membership Year. A Student Member shall pay an amount of \$15.00 as dues for each Membership Year.

The dues for a member's Membership Year commencing between August 1, 2000 and July 31, 2001 shall be at the rate in effect prior to July 1, 2000, if received by SEMCO before July 1, 2000.

Membership Year shall mean the consecutive twelve month period commencing on the first day of the month in which a Member first joins or, if later, the first day after the end of the Member's prior Membership Year.

As an inducement to recruit new Members, a current Member's Membership Year shall be extended by one month for each new Member recruited. Any Board member may authorize the giving of one free one-year SEMCO membership if it is likely to result in favorable publicity for the organization. In addition, the Board of Directors may authorize limited time promotional discounts from the regular dues by a Board resolution passed by a two-thirds majority of the Board members present and voting. The billing and collection of membership dues shall be as prescribed by the Board of Directors.

11.02 *Volunteer Appreciation Vouchers and Other Benefits.* The Board of Directors may, from time to time, issue Volunteer Appreciation Vouchers to Member volunteers participating in activities that assist the Corporation. Members shall not be eligible to receive vouchers for participating in Board meetings or for performing the services for which they were elected. Volunteer Appreciation Vouchers shall be non-transferable and shall expire eighteen months from the date of issue. The vouchers may, at the recipient's option, be redeemed as follows:

- (1) Subject to any restrictions that may be imposed by the donors of door prizes, each voucher may be exchanged for one door prize raffle ticket (there is no limit to the number of tickets that may be obtained in this way for any drawing and there is no limit to the number of prizes that may be won in a drawing);
- (2) Each voucher may be redeemed for a one dollar credit toward membership dues (a limit of five vouchers may be redeemed toward any single year's dues);
- (3) Each voucher may be redeemed for such other benefits as the Board of Directors may, from time to time, authorize.

The Board may authorize other benefits on an ongoing basis by amendments to these bylaws. The Board may also authorize other benefits on a limited basis by Board resolution and notice to all Members. It shall be sufficient notice to all Members of the availability of such other limited benefits if such availability is either announced at any general meeting of Members or published in any issue of the Corporation's newsletter.

11.03 *Student Members.* For purposes of Section 2.03, above, persons presenting student identification cards issued by Oakland University shall be eligible for student membership.